STATE OF NEW HAMPSHIRE
BEFORE THE ENERGY FACILITY SITE EVALUATION COMMITTEE

Docket No. SEC 2008-04

Application of Granite Reliable Power, LLC ("GRP")
and Brookfield Renewable Power Inc.
for approval of transfer of membership interests in GRP

TESTIMONY OF KIM OSMARS
ON BEHALF OF GRANITE RELIABLE POWER, LLC
AND BROOKFIELD RENEWABLE POWER INC.

Q. Please state your name, title and business address for the record.

A. My name is Kim Osmars. I am the Chief Operating Officer and Senior Vice President of US Operations at Brookfield Renewable Power Inc. My business address is 200 Donald Lynch Blvd., Suite 300, Marlborough, Massachusetts 01752.

Q. In what capacity are you testifying today?

A. I am here today to represent the Applicants, Granite Reliable Power, LLC ("GRP") and Brookfield Renewable Power Inc. (referred to herein with its affiliates as "Brookfield"), before the Site Evaluation Committee and to speak about the managerial capabilities of GRP and Brookfield to operate the Granite Reliable Power Windpark (the "Project"). As described more fully in the Joint Application and in the testimony of Jason M. Spreyer on behalf of Brookfield, Brookfield is entering into a Purchase and Sale Agreement to acquire the 75% ownership interest in GRP currently held by Noble Environmental Power, LLC. As permitted by the Purchase and Sale Agreement, a single purpose affiliate of Brookfield that will be called BAIF Granite Holdings LLC ("BGH") will be created to acquire and hold this interest.

Q. Would you briefly summarize your educational background and employment experience in the power industry?

A. I have over 30 years of electricity industry experience, including executive-level accountability for the generation, transmission and distribution of electricity, and project development. I have been Chief Operating Officer and the highest ranking executive of Brookfield's United States operating company since 2007. I am responsible for the operation of 100 hydroelectric facilities in nine states, including eight such facilities

located on the Androscoggin River in New Hampshire; a development portfolio of wind, hydroelectric and transmission projects; and the management and integration of United States generation and energy infrastructure acquisitions.

Prior to managing Brookfield's United States power operations, I held several senior level positions within Brookfield, including vice presidencies in Project Development, Ontario Operations, and Transmission and Distribution. I managed the successful development, construction and operation of one of Canada's first and largest wind projects, Prince Wind, located in Ontario.

I have also served as Chief Executive Officer of Hydro Ottawa Limited, an electricity distribution company serving more than 296,000 residential and business customers in the City of Ottawa, Ontario, and the surrounding area.

I have a B.S. in Forestry from Lakehead University and an MBA from York University, Canada. I have been a member of and served as a director on numerous industry associations in the United States and Canada.

My resume is included with this testimony as Exhibit Osmars-1.

Q. Please summarize the purpose of your testimony before the Site Evaluation Committee today.

A. The purpose of my testimony is to demonstrate that BGH's acquisition of a majority ownership interest in the Project will directly and immediately result in the application of Brookfield's real-world skills and expertise to the Project. Specifically, BGH will considerably enhance GRP's managerial capability, thus assuring operation of the Project in continuing compliance with the terms and conditions of the certificate.

I understand that New Hampshire law and the requirements of the Certificate of Site and Facility this Committee issued to the Project in July 2009 require the applicant for transfer in the ownership interests of such a certificate-holder to have "adequate … managerial capability to assure … operation of the facility in continuing compliance with the terms of the certificate." RSA 162-H:16,IV(a). My testimony, coupled with the materials in the Application, demonstrates that BGH's membership interests in GRP will provide GRP with enhanced managerial capability to operate the Project in compliance with the terms and conditions included in this Committee's 2009 Order issuing the Certificate of Site and Facility.

Q. Are you familiar with the Granite Reliable Power, LLC wind electricity generation Project?

A. Yes, I am. I have performed considerable due diligence on the legal, technical, regulatory, financial, stakeholder, and logistical components of the Project in coordination with my staff and consultants. We have dedicated substantial time to reviewing the key documents associated with the Project, including the Certificate of Site and Facility this Committee issued to the Project in July 2009. My team has visited the site, and we have met with GRP personnel to discuss the Project's history and understand short- and long-term plans for its construction and operation. As Chief Operating Officer of Brookfield's United States Operations, I will be accountable for the construction and operation of the Project.

Q. Are you familiar with the terms and conditions which the Committee imposed when it issued the Certificate of Site and Facility for the Project in July 2009?

A. Yes, I am. I have reviewed the terms and conditions contained in the Certificate. I am also familiar with existing federal, state and local laws, regulations, and requirements affecting the Project. I have a team of professionals dedicated to tracking compliance with project-specific terms and conditions, as well as compliance with and changes to laws, regulations and requirements impacting any Brookfield project, including GRP.

Q. How will Brookfield contribute to GRP's managerial capability?

A. Brookfield will bring to GRP its strength and significant experience in constructing, owning and operating a broad portfolio of renewable power plants. Brookfield has successfully managed large electric generating projects in North and South America for over one hundred years. From Brookfield's U.S. operations headquarters located in Marlborough, Massachusetts, we manage 100 renewable energy facilities, a variety of construction and development projects, and a state-of-the art 24/7 National System Control dispatch center (See Exhibit Osmars-2 attached to this testimony for more information on NSCC.)

Internationally, Brookfield manages a portfolio including 170 generating facilities. Taken together, Brookfield's generation assets include 4,292 megawatts of installed capacity.

Brookfield is adept at managing renewable power plants at all stages of a project's life cycle. Brookfield has a highly-skilled, multi-disciplinary staff, as well as access to top consultants, which allows us to compile knowledgeable project management teams with deep experience. The diversity of Brookfield's asset portfolio – in terms of technology, geographic ranges, regulatory requirements, etc. -- results in a staff that has

confronted and successfully managed through innumerable situations. Brookfield will bring this depth of experiences, knowledge and problem solving to GRP.

Q. Please provide an example of a project for which you are responsible which demonstrates the approach Brookfield will bring to managing the GRP Project?

A. The story of Brookfield's Prince Wind Energy Project located in Ontario, Canada, demonstrates Brookfield's successful management capability under my leadership.

In my previous position as Vice President of Project Development, I had lead accountability for the $400 million Prince Wind Energy Project, which was not only Brookfield's first wind development, but also the first commercial wind farm in Northern Ontario. When it began operation in November 2006, it became Canada's largest wind farm. The completed Prince project includes two phases, with 126 wind turbine generators and a combined installed capacity of 189 megawatts (MW). To provide a sense of scale, by comparison the GRP Windpark is 74% smaller than the Prince Wind Energy Project based on turbine count, or 48% smaller in installed capacity.

During the planning and development stages of the Prince project, my team consulted with the local community and other stakeholders. Before construction began, we conducted extensive field surveys and environmental assessments gathered data so as to provide for the protection, conservation and prudent management of the natural, socio-economic and physical environment. We began construction in September 2005 and successfully completed construction just 15 months later in November 2006. At peak construction, I was responsible for the employment of more than 300 individuals, including contractors and sub-contractors, and the coordination of all contractual, technical and financial aspects of the project. I successfully transitioned the project to

our operations group in late 2006, and today Brookfield successfully operates the Prince project, generating clean renewable power.

Brookfield's extensive experience with hydropower also tells a compelling story of the company's managerial capabilities. In the United States, hydropower is the only renewable generation source regulated by the federal government, specifically the Federal Energy Regulatory Commission. To obtain a hydropower license, a company is required, among other things, to clearly demonstrate its ability to (1) responsibly resource management and planning, (2) balance resource needs with a broad range of private and public stakeholders, (3) undertake solid technical studies, modeling and regular reporting, (4) manage project boundaries and assets not directly related to power generation (i.e. recreational areas); and (5) operate within stringently defined technical parameters based on seasonality, flow, etc. To sustain a FERC hydropower license, a company must be in strict compliance with all terms and conditions of its license as evidenced through regular filings, compliance visits, and incident reports in cases of variations to license terms. I have full accountability and management responsibility for Brookfield's U.S. portfolio of hydropower project. Brookfield is one of the largest private holders of FERC hydropower licenses, holding over 50 distinct licenses. We have built internal systems, protocols/policies, and organizational structures dedicated to managing these complex licenses, enabling us to successfully operate 100 hydroelectric facilities, many of which date back to the turn of the century. While Brookfield boasts strong management systems and expertise in typical business functions like accounting, finance, legal and human resources, our hydropower operations mandate that we also have exceptional compliance, system control, regulatory, health, safety & environment and resource

management capabilities. These strong managerial skills have already proven to be transferable to wind projects as demonstrated with our existing wind project construction and operations. GRP and the Project will benefit from this base of proven managerial capability.

The successful development, construction and operation of the Prince project and the ongoing successful management of the U.S. hydropower portfolio are just a few examples of where my personal managerial involvement can be demonstrated. Throughout the company, Brookfield's strong managerial capabilities and expertise contribute daily to the successful management of the more than 160 generating facilities in its portfolio. For example, in October of 2010, we opened the Gosfield Wind Faciilty, with a 50 MW capacity, in Kingsville, Ontario. We have also started construction on the 166 MW Comber Wind project in the neighboring town of Lakeshore. This December, we are scheduled to begin construction on Brookfield's 102 MW Coram Wind project in Tehachapi, California. I, together with the same U.S. team that will have responsibility for GRP, have been involved in every aspect of the development of the Coram project and will continue to work together throughout its construction, commissioning and operations.

BGH and Brookfield will bring this considerable experience to make the GRP Project a success.

Q. Does Brookfield have experience managing renewable power projects in New Hampshire and New England?

A. Yes. Brookfield operates eight hydroelectric generating stations in New Hampshire. These include six hydroelectric generating stations on the Androscoggin River which Brookfield has operated since 2002, as well as the Pontook and Errol hydroelectric stations which Brookfield acquired in 2003. These eight stations in New Hampshire have a total installed capacity of 45 megawatts. Brookfield has demonstrated a successful track record of safe and reliable operations and management of its renewable power projects in New Hampshire.

Brookfield has a similar track record of management of its seven hydroelectric facilities in Maine with a total installed capacity of 131 megawatts. Together, these facilities produce 1,043 gigawatt-hours of electricity annually. Through its record of successful operation of renewable power projects in New Hampshire, the region, and the globe, Brookfield has proved that it possesses the managerial capability to operate the Project.. Brookfield also operates the Bear Swamp (also referred to as the Jack Cockwell) pumped storage facility in Massachusetts. This plant is the 8th largest power plant in the Commonwealth, making its effective operation and management critical to electricity reliability in New England ISO.

Q. Who are the key players in Brookfield's management team for the Project?

A. As referenced in Appendix E of the Application, Brookfield has selected a management team which provides comprehensive experience across various disciplines. This team includes:

- Richard Legault, President and Chief Executive Officer of Brookfield Renewable Power Inc. ("BRPI"). Mr. Legault has 23 years of experience as a chartered accountant and senior executive of power companies. Mr Legault has directed all planning and development, construction and operation phases of Brookfield's successful wind projects, including the Prince I, Prince II, and Gosfield projects. Mr. Legault is also directing Brookfield's development of the Comber project, on which construction is under way, as well as the Coram project scheduled to break ground in December 2010.

- Harry Goldgut, Chairman of BRPI. Mr. Goldgut has 26 years of experience as a Member of the Law Society of Upper Canada and a senior executive of power companies. As Chairman, Mr. Goldgut oversaw the planning the development, construction and operation of all of Brookfield's wind projects, including Prince I, Prince II, Gosfield, Comber, and Coram.

- Colin Clark, Executive VP and Chief Technological Officer of BRPI. With 30 years of experience, Mr. Clark is a Registered Professional Engineer in Ontario, Licensed Professional Engineer in British Columbia, and a Member of the Order of Engineers of Québec. Mr. Clark supervised the planning, development, design and engineering of all of Brookfield's portfolio of wind projects, including Prince I, Prince II, Gosfield, Comber, and Coram.

- Michael Cutter, Vice President of Engineering and Development for Brookfield Renewable Power. Mr. Cutter has over 30 years of energy generation and delivery experience including executive-level accountability for technical projects. He is responsible for Brookfield's wind and hydro-electric generation development, engineering for acquisition opportunities, and engineering for existing generation assets. As Brookfield's General Manager for New England Southern Operations from 2005 to 2009, he was responsible for all aspects of Brookfield's operation of twelve hydro-electric generating stations, including a 600 MW pumped storage plant, one of the largest hydroelectric plants in New England. His experience also includes energy and utility consulting work, and 24 years of service to Central Maine Power

Company in a variety of roles including Manager of Marketing and Energy Services, Division Vice President for Western Operations, Managing Director for Energy Services and Sales, Vice President of the Operations Support Division, and Vice President for Competitive Restructuring.

- Lisa Zarek is BRPI's Chief Financial Officer for U.S. Operations. Ms. Zarek, a Certified Public Accountant with 16 years of experience, oversees financial management, procurement and accounting for all BRPI's U.S. assets. Previously, Ms. Zarek worked for Enel North America. Her experience managing wind projects for Enel includes work on the largest wind farm in Kansas, the 250 MW Smoky Hills Wind Farm in Kansas, as well as the Snyder Wind Energy Project in Texas and the Fenner Wind Project in New York.

Brookfield is proud to be able to bring this strong team with diverse managerial experience to the Project. With this team in place, Brookfield is well positioned to assume management responsibility for the Granite Reliable Power Windpark.

Q. Does Brookfield have the managerial capability to assure operation of the Project in continued compliance with the terms and conditions of the Certificate?

A. Yes. As demonstrated by the Application, coupled with the information I have provided in my testimony, Brookfield clearly has the managerial capability to assure construction and operation of the Project will continue to comply with the terms and conditions of the Certificate.

Q. Does this conclude your pre-filed testimony?

A. Yes. I would be glad to answer any questions.

Kim Osmars
Chief Operating Officer and Senior Vice President
Brookfield Renewable Power Inc.

Exhibit

Osmars-1: Resume of Kim Osmars

Brookfield

Kim Osmars

Chief Operating Officer and Senior Vice President
Brookfield Renewable Power
U.S. Operations

Profile

- Senior energy executive with over thirty years of international experience in operating, developing, and acquiring renewable energy projects in the United States and Canada.
- Proven track record with respect to successfully managing electricity generation, transmission, distribution and regulatory compliance in both countries. Demonstrated expertise in leading and building teams to consistently exceed performance expectations and achieve excellence in health, safety and environmental performance. Sustained and enhanced the long term value of generating and transmission assets in both non regulated and regulated business environments.
- Successfully represented business owner interests on Management Boards with respect to developing and operating renewable energy joint ventures.
- Outstanding track record in delivering complex renewable energy projects within schedule, scope and budget.

Professional Experience

BROOKFIELD RENEWABLE POWER, Marlborough, MA 2007-Present
Independent owner / operator electricity generator with over 2000 MW of installed hydro generating assets in nine different States and another 300 MW of hydro and wind generation
projects in late stage development. Constructing three hundred miles of high voltage transmission to facilitate renewable energy development in Texas.

Chief Operating Officer and Senior Vice President

Overall accountability and full responsibility for over one hundred renewable energy power stations, generating 6600+ GWh of green energy in four distinct electricity wholesale markets in the USA. Accountable for late stage development of water, wind, pump storage generation projects and high voltage transmission projects. Management authority to ensure full regulatory compliance with all Federal Energy Regulatory Commission Licenses and North American Electric Reliability Corporation mandatory reliability standards. US senior corporate spokesperson for Brookfield's operating platform.

HYDRO OTTAWA LTD. Ottawa, Ontario 2006 – 2007
Ontario's second largest municipal electricity distribution company serving the Nation's Capital
and over 290 thousand customers with a peak demand of 1200 MW.

Chief Executive Officer

Overall accountability and responsibility for the safe and efficient delivery of energy and related services to all electricity consumers within the City of Ottawa. All services consistently provided within the terms and conditions of the Utility's Ontario Energy Board's Rate Order and financial and customer service performance metrics.

BROOKFIELD RENEWABLE POWER, Gatineau, Quebec 2004 - 2006
Independent owner / operator electricity generator with 4000 MW of water and wind renewable energy generation in Brazil and North America. Over 850 MW of late stage water and wind greenfield projects currently being developed and a Licensed Transmission operator in the Province of Ontario.

Vice President Project Development

Responsible for mid to late development phases of the Company's greenfield renewable energy project portfolio within Canada. Lead and build teams in the execution of renewable energy development projects. Constructed Canada's largest operating wind farm (189 MW).

GREAT LAKES POWER LIMITED, Sault Ste. Marie, Ontario 2002 - 2004
A privately owned, vertically integrated generator, transmitter and distributor of electricity in
northeastern Ontario. Installed capacity of 900 MW of hydro generation, regulated distribution and transmission business units.

Vice President Ontario Operations 2003 – 2004

Overall accountability and responsibility for the business. Managed the business to satisfy shareh relations.

Vice President and General Manager Transmission and Distribution 2002 - 2003

Accountable for the regulated parts of the Great Lakes Power Limited business. Addressed opportunities for improvement, rebuilt the high voltage transmission system, secured an attractive rate order to support the Transmission re-investment and successfully secured government financial support for a low density customer class within the Distribution rate base.

ONTARIO POWER GENERATION, Toronto, Ontario 2000 – 2002
A provincial crown corporation focused on hydro, fossil and nuclear electricity generation. OPG
was created from Ontario Hydro with the planned opening of the Ontario energy marketplace.
Generation was considered to be a non regulated function to facilitate market opening.

Project Manager – Ottawa River District

Accountable for the planning, design and execution of all civil, mechanical and electric capital rehabilitation projects for generating assets within the District**.**

HYDRO ONE, Toronto, Ontario 1998 – 2000

A provincial crown corporation focused on Transmission and Distribution, a regulated "wires business". Hydro One was created from Ontario Hydro in anticipation of the opening of the Ontario energy marketplace. Hydro One served over 1 million customers and operated the provincial high voltage transmission system.

Director, Provincial Transmission Operations

Accountable for real time operations of Ontario's high voltage transmission system and ensuring system reliability and continuity of real time supply. Approved all Provincial planned system outages. Coordinated system responses to forced outages with the Independent Electricity System Operator.

ONTARIO HYDRO 1975 - 1998

A vertically integrated provincial crown corporation that provided energy and related services to
the majority of industrial and residential load in the Province. It was the predecessor company to
Ontario Power Generation, Hydro One and the Independent Electricity System Operator.

Operations Management

Progressively advanced through expanding roles of responsibilities in the following disciplines: Customer Service, High Voltage Transmission, Retail, Environment and Operational Audit.

Education

York University, Toronto, Ontario
Masters of Business Administration

Ryerson University, Toronto, Ontario
Electrical Engineering Technology
(specific credited courses)

Lakehead University, Thunder Bay, Ontario
Bachelor of Science in Forestry

Osmars-2: Information on National System Control Center

Marlborough | Massachusetts

Brookfield

National System Control Center

Brookfield Renewable Power's Marlborough, Massachusetts headquarters is also home to the company's new multimillion-dollar, state-of-the-art National System Control Center (NSCC). The control center dispatches electricity generated by a majority of the company's 100 U.S.-based hydropower stations.*

The NSCC adheres to stringent reliability and operability compliance standards set forth by federal and state regulatory agencies including the Federal Energy Regulatory Commission and the North American Electric Reliability Corporation. In addition, a top priority for the NSCC is to adhere to Brookfield's rigorous corporate safety and environmental standards.

NSCC Priorities

Key functions of the NSCC include:

- Safe and efficient remote monitoring and operation of generating assets and transmission facilities
- Coordination of scheduled maintenance and activities
- Compliance with all applicable regulatory requirements
- Coordination of power sales and purchases

*** Brookfield has a separate National System Control Center at its Canadian headquarters in Gatineau, Quebec. This center dispatches electricity produced by Brookfield's 32 Canadian hydropower facilities and one wind generating plant.**

ABOUT BROOKFIELD RENEWABLE POWER

Brookfield Renewable Power is one of the largest and most experienced independent producers of renewable power in North and South America. The company has more than 100 years of experience as an owner, operator and developer of hydroelectric power facilities and is a wholly-owned subsidiary of Brookfield Asset Management Inc. (NYSE:BAM)

In 2002, Brookfield Renewable Power entered the United States electricity market with the acquisition of seven hydropower projects in New England. Today, Brookfield owns and operates 100 hydropower facilities in nine states on 25 river systems totaling more than 1,900 megawatts of capacity; enough renewable energy to power over over 600,000 average U.S. households annually.

We harness the natural forces of wind and water to provide a safe and sustainable source of electricity. The same rivers that provide clean, renewable hydropower are also enjoyed year-round by individuals and families for recreation and we remind everyone to share the rivers safely.

Please visit our website for additional information at www.brookfieldpower.com

NSCC Priorities (Continued)

The NSCC acts as a valuable resource by providing Brookfield's hydropower operations with real-time data on the following:

- Regional operations' turbine flow and lake elevation data
- Power generation data, marketing and control
- Coordination of flow releases to meet stakeholder needs
- Operational data collection and archiving

How it works

Brookfield's NSCC relies on a supervisory control and data acquisition (SCADA) computing platform. The NSCC is backed up by two regional SCADA hubs to provide for redundant control capability.

Expandability

The entire NSCC platform and facility is designed to be easily expanded as Brookfield grows its base of energy assets generation in the United States.

Real Time Monitoring, Dispatching and Response **A majority of Brookfield's facilities are monitored and dispatched though the centralized NSCC. The Center is staffed 24/7 and is designed to adhere to national security and reliability standards. All Brookfield facilities also have local staff that monitor conditions and promptly respond to operating and maintenance needs.**

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